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SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A. LESTER

January 12, 2010

Chief  
Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

Re: GATX Trust No. 2005-1C

Dear Section Chief,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Bill of Sale and Partial Release, dated as of September 30, 2009, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Number 25514.

The names and addresses of the parties to the enclosed document are:

Owner Trustee/Lessor: Wells Fargo Bank Northwest, National  
Association  
299 South Main Street, 12<sup>th</sup> Floor  
Salt Lake City, UT 84111

Indenture Trustee: U.S. Bank National Association  
Goodwin Square  
225 Asylum Street, 23rd Floor  
Hartford, CT 06103

Section Chief  
January 12, 2010  
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A description of the railroad equipment covered by the enclosed document is:

22 railcars RELEASED within the series GATX 201947 - GATX 201988 as more particularly set forth in the attachment to the document.

A short summary of the document to appear in the index is:

Bill of Sale and Partial Release.

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem  
Enclosures

JAN 12 '10 -8 00 AM

## BILL OF SALE AND PARTIAL RELEASE

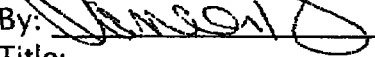
SURFACE TRANSPORTATION BOARD

Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee under GATX Trust No. 2005-1C (the "Lessor") under an Equipment Lease Agreement (GATX No. Trust 2005-1C) dated as of March 23, 2005 (the "Lease") between the Lessor and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 201947, GATX 201948, GATX 201949, GATX 201950, GATX 201951, GATX 201971, GATX 201972, GATX 201973, GATX 201974, GATX 201975, GATX 201976, GATX 201977, GATX 201978, GATX 201979, GATX 201980, GATX 201981, GATX 201982, GATX 201984, GATX 201985, GATX 201986, GATX 201987 and GATX 201988 (the "Units") "AS IS", "WHERE IS", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease have terminated.

U.S. Bank National Association, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust No. 2005-1C dated as of March 23, 2005 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: September 30, 2009

Wells Fargo Bank Northwest,  
National Association, not in its  
individual capacity, but solely as  
Owner Trustee

By:   
Title: Vice President

U.S. Bank National Association, not  
in its individual capacity, but solely  
as Indenture Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

## BILL OF SALE AND PARTIAL RELEASE

Wells Fargo Bank Northwest, National Association, not in its individual capacity, but solely as Owner Trustee under GATX Trust No. 2005-1C (the "Lessor") under an Equipment Lease Agreement (GATX No. Trust 2005-1C) dated as of March 23, 2005 (the "Lease") between the Lessor and GATX Corporation, a New York corporation, successor by merger to GATX Financial Corporation, a Delaware corporation (the "Lessee") does hereby grant, bargain, sell, transfer, convey, assign and release to the Lessee and its successors and assigns all right, title and interest of the Lessor, in and to the railcars designated as GATX 201947, GATX 201948, GATX 201949, GATX 201950, GATX 201951, GATX 201971, GATX 201972, GATX 201973, GATX 201974, GATX 201975, GATX 201976, GATX 201977, GATX 201978, GATX 201979, GATX 201980, GATX 201981, GATX 201982, GATX 201984, GATX 201985, GATX 201986, GATX 201987 and GATX 201988 (the "Units") "AS IS", "WHERE IS", without recourse or warranty other than a warranty against Lessor's Liens as defined in Appendix A to the Lease, and does hereby acknowledge that the lease term under the Lease with respect to the Units and the obligation of the Lessee to pay rent for such Units under the Lease have terminated.

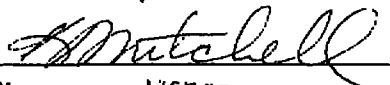
U.S. Bank National Association, as Indenture Trustee (the "Indenture Trustee") under a Trust Indenture and Security Agreement GATX Trust No. 2005-1C dated as of March 23, 2005 (the "Indenture") between the Lessor and the Indenture Trustee, hereby terminates, releases and discharges its security interest in the Units under the Security Agreement and hereby acknowledges that the Units are no longer subject to the Lease.

Dated: September 30, 2009

Wells Fargo Bank Northwest,  
National Association, not in its  
individual capacity, but solely as  
Owner Trustee

By: \_\_\_\_\_  
Title: \_\_\_\_\_

U.S. Bank National Association, not  
in its individual capacity, but solely  
as Indenture Trustee

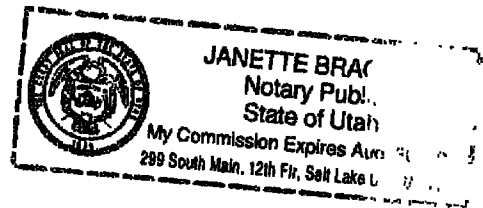
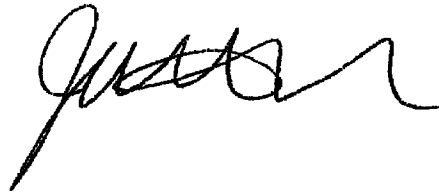
By:   
Title: VICE PRESIDENT

State of Utah )  
 ) SS  
County of Salt Lake )

On this 7 day of January, 2009, before me personally appeared Janeen R Higgs, to me personally known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of Wells Fargo Bank Northwest, National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]



My commission expires:

State of Connecticut )  
 ) SS  
County of Hartford )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Utah                    )  
  ) SS  
County of Salt Lake            )

On this \_\_\_\_\_ day of \_\_\_\_\_, 2009, before me personally appeared \_\_\_\_\_, to me personally known, who being by me duly sworn, say that he/she is a \_\_\_\_\_ of Wells Fargo Bank Northwest, National Association that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Notary Public

[Notarial Seal]

My commission expires:

State of Connecticut        )  
  ) SS  
County of Hartford         )

On this 9<sup>th</sup> day of October, 2009, before me personally appeared Kathy L. Mitchell, to me personally known, who being by me duly sworn, say that he/she is a VICE PRESIDENT of U.S. Bank National Association, that said instrument was signed on such date on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

*Karen R. Felt*

Notary Public

[Notarial Seal]

My commission expires:



CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated:

1/12/2010



Robert W. Alvord